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SURFACE TRANSPORTATION BOARD



October 6, 2008

Ms. Anne K. Quinlan, Esq.
Surface Transportation Board
Office of Proceedings
395 E Street, SW
Washington, DC 20423-0001

Dear Ms. Quinlan:

Please find attached, one (1) copy of the Memorandum of Assignment and Assumption Agreement dated September 17, 2008 between the following parties:

Assignee: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue, Suite 700
Minneapolis, MN 55402

Assignor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Schedule 1, attached hereto, for the equipment, (10) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated September 17, 2008 related to ten (10) railcars bearing reporting marks: TKEN 903 - 934, sporadic.

Please file this as a secondary document under Recordation Number 27583-B as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 27583 through 27583-A. The filing fee in the amount of \$41.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

Julie Woodard
Documentation Coordinator

Enclosures

Rail Equipment Group

300 Pike Street
Cincinnati, OH 45202-4214
Phone (513) 419-6200
Fax (513) 419-6221

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**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT OF LEASE**

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Assumption Agreement of Lease ("Memorandum of Assignment Agreement") made and entered into as of September 17, 2008 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **WELLS FARGO EQUIPMENT FINANCE, INC.**, a Minnesota corporation ("Assignee").


WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain Master Lease Agreement dated July 16, 2008, Lease Guaranty Agreement (as it pertains to Rider No. 2) dated July 18, 2008, Rider No. 2 dated July 16, 2008 and Amendment No. 1 to Rider No. 2 dated August 7, 2008, between Assignor, as Lessor, and American Metal Solutions, Inc. for ten (10) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease Term, as defined in the Lease.

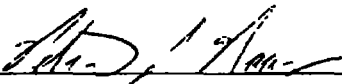
THE REMAINDER OF THIS PAGE PURPOSELY LEFT BLANK

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date specified in Purchase and Sale Agreement by and between Assignor and Assignee.

THE DAVID J. JOSEPH COMPANY

By: 
Name: Mary Jo Colebrook
Title: Asst. Secretary


WELLS FARGO EQUIPMENT FINANCE, INC.

By: 
Name: Peter J. Weiss
Title: Sr. Contract Admin.

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 17th day of September, 2008, before me the subscriber, Angela Denise Watts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Mary Jo Colebrook, to me personally known, who stated and acknowledged that she is the Assistant Secretary of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 17th day of September, 2008.


(Notary Signature)

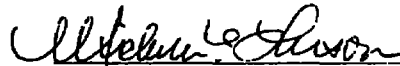
My commission has no expiration.

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C.

STATE OF MINNESOTA)
) SS:
COUNTY OF HENNEPIN)

On this 25 day of SEPT., 2008, before me the subscriber, MICHELLE LARSON, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named PETER J NAAS, to me personally known, who stated and acknowledged that he/she is the CP CNT. ADMIN of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 25 day of SEPT., 2008.


(Notary Signature)

My commission expires: 1/31/2010



SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT OF LEASE

CARS

Ten (10) railcars bearing reporting marks:

<u>Old Mark</u>	<u>Old Number</u>	<u>New Mark</u>	<u>New Number</u>
TKEN	903	JTSX	903
TKEN	907	JTSX	907
TKEN	910	JTSX	910
TKEN	918	JTSX	918
TKEN	919	JTSX	919
TKEN	922	JTSX	922
TKEN	925	JTSX	925
TKEN	933	JTSX	933
TKEN	934	JTSX	934
TKEN	913	JTSX	913

LEASE: Master Lease Agreement dated July 16, 2008 and Rider No. 2 to Master Lease Agreement dated July 16, 2008, with Amendment No. 1 to Rider No. 2, by and between The David J. Joseph Company and American Metal Solutions, Inc.